

RECORDATION NO. 23790-B FILED

ALVORD AND ALVORD

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DEC 27 '01

3-52 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 27, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Sublease Agreement (2001-9), dated as of December 27, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (2001-9) which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Sublessor: MARTA Rail Statutory Trust 2001-9  
c/o Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19801

Sublessee: Metropolitan Atlanta Rapid Transit Authority  
2424 Piedmont Road, N.E.  
Atlanta, Georgia 30324-3330

A description of the railroad equipment covered by the enclosed document is:

Eight (8) Hitachi-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks 267 – 274 inclusive..

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Mr. Vernon A. Williams  
December 27, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Sublease Agreement (2001-9).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF SUBLEASE AGREEMENT**  
(2001-9)

This Memorandum of Sublease Agreement is made and entered into as of December 27, 2001, by and between WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 (hereinafter referred to as "Sublessor") and METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Sublessee") respecting that certain Lease Agreement (2001-9) dated December 27, 2001, between Sublessor and Sublessee (the "Sublease").

Pursuant to the provisions of the Lease, Sublessor and Sublessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Lease.

2. Sublessor and Sublessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Sublessor and Sublessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease, the provisions of the Lease shall control.

3. This Memorandum of Sublease Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant 49 U.S.C. Section 11301(a).

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

**SUBLESSOR:**

**MARTA RAIL STATUTORY TRUST  
2001-9**

By: Wilmington Trust Company,  
not in its individual capacity, but  
solely as Trustee

By: W.T. Morris II

Name: W. Thomas Morris, II

Title: Financial Services Officer

**SUBLESSEE:**

**METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY**

By: \_\_\_\_\_

Name: Terry L. Griffis

Title: AGM Finance and Administration

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF NEW CASTLE )

On this 20<sup>th</sup> of December, 2001, before me personally appeared W. Thomas Morris, II, to me personally known, who being duly sworn, stated that he/she is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

*Christine L. Migliocco*

CHRISTINE L. MIGLIOCCO  
NOTARY PUBLIC

My Commission Expires Jan. 13, 2004

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ of December, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance and Administration of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

SUBLESSOR:

MARTA RAIL STATUTORY TRUST  
2001-9

By: Wilmington Trust Company,  
not in its individual capacity, but  
solely as Trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

SUBLESSEE:

METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY

By: 

Name: Terry L. Griffis

Title: AGM Finance and Administration

STATE OF GEORGIA )  
COUNTY OF FULTON ) SS:

On this 20th of December, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance and Administration of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires

Notary Public, Fulton County, Georgia  
My Commission Expires November 23, 2002

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) SS:

On this \_\_\_\_\_ of December, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, stated that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

**EXHIBIT A**

**UNITS**

**RAIL CAR NUMBERS**

**MANUFACTURER**

**REPORTING MARK**

267

268

269

270

271

272

273

274

Hitachi

Marta



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/01

  
Robert W. Alvord